### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

1 1 0	606
OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	

OMB Number: 3235-0076 Expires: Estimated average burden hours per response.....16.00

SEC USE ONLY

SECTION 4(6), AND/OR	DATE RECEI	VED
UNIFORM LIMITED OFFERING EXEM	IPTION	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)		
Private Placement of 15% Series A Preferred Membership Interests and 12.5% Series B P Filing Under (Check box(es) that apply):   Rule 504 Rule 505 Rule 506 Section 4(6)		
Type of Filing:  New Filing  Amendment	O ULOE Wall Brasssing Section	2)
A. BASIC IDENTIFICATION DATA	ברם א ע ייוועם	· · · · · · · · · · · · · · · · · · ·
Enter the information requested about the issuer		·
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	Washington, C	C
B&B Santa Fe Mali Member LLC	Telephone Number (fileduding (404) 236-2280	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Mctuding	
c/o Gregory Greenfield & Associates, Ltd., 124 Johnson Ferry Road NE, Atlanta, GA 30328	(404) 236-2280	PHOCEOO-
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Includin	o Area ( ode)
if different from Executive Offices) 2 Harrison Street, 6th Floor, San Francisco, CA 94105	(415) 512-1515	FEB 2 1 2008
Brief Description of Business		THOMSON
Real estate investment.		FINANCIAL
Type of Business Organization		
	(please specify):	
business trust limited partnership, to be formed limited liable	ility company	

#### **GENERAL INSTRUCTIONS**

Actual or Estimated Date of Incorporation or Organization:

#### Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Year

CN for Canada; FN for other foreign jurisdiction)

017

Actual Estimated

DE

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Month

017

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A. BASIC IDE	NTIFICATION DATA		
2. Enter the information requ	uested for the follo	owing:			-
<ul> <li>Each promoter of the</li> </ul>	e issuer, if the issu	ier has been organized wi	ithin the past five years;		
<ul> <li>Each beneficial owner</li> </ul>	r having the powe	r to vote or dispose, or dir	ect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
<ul> <li>Each executive offic</li> </ul>	er and director of	corporate issuers and of	corporate general and man	naging partners of	partnership issuers; and
Each general and ma	maging partner of	partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		<del>.</del>		, <u>, , , , , , , , , , , , , , , , , , </u>
Babcock & Brown Greenfie	eld Holdings LP				
Business or Residence Address c/o Gregory Greenfield & A				30328	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Jeremy Pemberton	individual)				
Business or Residence Address to Babcock & Brown LP, 2	-	-		··	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Z Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Gregory Greenfield	individual)				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)		
c/o Gregory Greenfield & A	ssociates, Ltd.,	124 Johnson Ferry R	oad NE, Atlanta, CA 3	0328	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if Thomas G. Maira	individual)				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)	,	
c/o Babcock & Brown LP,	2 Soundview D	rive, Greenwich, CT 0	6830		3333333
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Karen R. Fagerstrom	individual)				
Business or Residence Address	•	Street, City, State, Zip Co	•		
c/o Babcock & Brown LP,	1 Dag Hamman	skjold Plaza, 885 Sec	ond Avenue, New York	c, NY 10017	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if James D. Jaworski	indiviđual)				
Business or Residence Address c/o Babcock & Brown LP,					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Monique Belkin	individual)				
Business or Residence Address c/o Babcock & Brown LP,		· ·			

		A. BASIC IDI	ENTIFICATION DATA									
2. Enter the information re-	quested for the fol	lowing:										
<ul> <li>Each promoter of the</li> </ul>	e issuer, if the iss	uer has been organized w	ithin the past five years;									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer												
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>												
Each general and m	anaging partner o	f partnership issuers.										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if Heldi Wagner	individual)											
Business or Residence Address c/o Babcock & Brown LP,	•	•										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if Dyann S. Blaine	individual)											
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)									
c/o Babcock & Brown LP,	2 Harrison Stree	et, 6th Floor, San Fran	cisco, CA 94105									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if Scott Boggio	individual)											
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)									
c/o Gregory Greenfield & a	Associates, Ltd.	, 124 Johnson Ferry F	Road NE, Atlanta, CA 3	30328								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it	findividual)											
William Brown												
Business or Residence Address c/o Gregory Greenfield &				30328								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it Keith McWalter	f individual)											
Business or Residence Address c/o Babcock & Brown LP,												
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it Judith A. Hall	(individual)	,										
Business or Residence Addres	,	Street, City, State, Zip Co eet, 6th Floor, San Fra										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, it	findividual)		· · · · · · · · · · · · · · · · · · ·									
Business or Residence Addres	ss (Number and	Street, City, State, Zip C	ode)		,							
	(Use bla	nk sheet, or copy and use	additional copies of this s	sheet, as necessary)								

			· · · · · ·	-	B. II	NFORMATI	ON ABOU	T OFFERI	NG				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.											Yes	No 🔽
	2. What is the minimum investment that will be accepted from any individual?												0.00
2.	,												No
3.												Yes	<b>X</b>
4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name (Last name first, if individual) Charles B. Harrison													
_			Address (N	b	1 Stroot Ci	tu Stata 7	in Code)		_	<del> </del>			
			Address (Nuite 2120, A				ip Code)						
			oker or Dea		corgia ooc	01.0200							
H 8	& L Equiti	es, LLC											
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)	***************************************		>*************************************	••••••	************		□ Al	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE M/D N/C VA	MA ND WA	MI OH WV	MN QX WI	HI MS OR WY	MO PA PR
	l Name (I nyllis J. Be		first, if indi	ividual)									
			Address (N Suite 2120,				Zip Code)						
			oker or De	aler	-						•		
	& L Equit												
Sta			Listed Has						******				l States
													Cos 1
	IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (l	Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
Nai	me of Ass	ociated Br	oker or De	aler	<u>-</u>								
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers					<del></del>	
	(Check	"All States	s" or check	individual	States)					••••		☐ A1	1 States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	•	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	0.00	s 0.00
	Equity	\$ 84,870.00	s 84,870.00
	☐ Common ☐ Preferred	<u> </u>	
	Convertible Securities (including warrants)	c 0.00	0.00 <b>s</b>
	Partnership Interests	¢ 0 00	\$ 0.00
			s 0.00
	Other (Specify)	s 84.870.00	\$ 84,870.00
	Total	3	\$ 61,010.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	123	\$ 84,870.00
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)	0	<u>\$_0.00</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securitie sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	_ \$
	Regulation A		_ s
	Rule 504	N/A	<u> </u>
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure i not known, furnish an estimate and check the box to the left of the estimate.	,	
	Transfer Agent's Fees		\$ 0.00
	Printing and Engraving Costs		\$ 0.00
	Legal Fees		Z \$ 12,500.00
	Accounting Fees		\$ 0.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)	· ·	\$ 4,243.50
	Other Expenses (identify) Consulting fee and expense reimbursement	· ·	<b>√</b> \$ 13,256.50
	Total	· ·	Z \$ 30,000.00

	b. Enter the difference between the aggregate offering price given in response to Part C — Question and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gros proceeds to the issuer."	s	\$	
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate an check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	đ		
		Payments to Officers, Directors, & Affiliates	Payments to Others	
	Salaries and fees	. 🔲 💲 0.00	S 0.00	
	Purchase of real estate	. 🔲 \$0.00	S 0.00	
	Purchase, rental or leasing and installation of machinery and equipment		□ s_0.00	
	Construction or leasing of plant buildings and facilities	. 🔲 \$ <u>0.00</u>	s 0.00	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	. 🗆 💲 0.00	\$ 0.00	
	Repayment of indebtedness	. 🗆 \$ <u></u>	□ \$ <u>0.00</u>	
	Working capital	. S 54,870.00	s 0.00	
	Other (specify):	. D \$ 0.00	□ \$_0.00	
			. 🗆 \$	
	Column Totals	\$ <u>54,870.00</u>	s 0.00	
	Total Payments Listed (column totals added)	. <u>\$ 54,870.00</u>		
234				
cio	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this not nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commistion furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) o	ice is filed under Ru isssion, upon writte	ile 505, the following request of its sta	
Iss	uer (Print or Type) Signature	Date		
	BB Santa Fe Mall Member LLC	February <u>13</u> , 20	08	
Na	me of Signer (Print or Type)  Title of Signer (Print or Type)			
The	omas G. Maira Vice President			

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>⊠</b>
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is f D (17 CFR 239.500) at such times as required by state law.	iled a no	tice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informatissuer to offerees.	ion furr	ished by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be en limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.	titled to ming the	the Uniform e availability
	ner has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beha thorized person.	lf by the	undersigned
Issuer (	Print or Type) Signature Date		
B&B Sa	anta Fe Mall Member LLC Mannet Marin February 13, 20	80	
Name (	Print or Type) Title (Print or Type)		

Vice President

Instruction:

Thomas G. Maira

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### **APPENDIX** 4 1 2 3 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate offering price Type of investor and explanation of to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Yes No State Yes No **Investors** Amount Investors Amount AL ΑK AZAR $\mathsf{C}\mathsf{A}$ CO CT DE DC 15% Series A and 12.5% Series B Preferred Membership Interests \$8,970.00 X 13 FL X 15% Series A and 12.5% Series B Preferred Membership Interests 92 \$63,480.00 X X GA Ш ID IL IN IA KS ΚY ĹΑ ME 15% Senes A and 12.5% Series B Preferred Membership Interests MD \$1,380.00 × 2 × MA MI MN MS

#### APPENDIX 4 3 1 2 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach offering price Type of investor and explanation of to non-accredited waiver granted) amount purchased in State investors in State offered in state (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Investors Amount Investors Amount Yes No State Yes No MO MT NE NV NH NJ NM NY 15% Series A and 12.5% Series B Preferred Membership Interests NC × \$690.00 X ND OH 15% Series A and 12.5% Series B Preferred Membership Interests X \$1,380.00 OK × OR PA RI SC SD TN 15% Senes A and 12.5% Series B Preferred Membership Interests X 9 TX\$6,210.00 × UT VT 15% Series A and 12.5% Series B Preferred Membership Interests X VA × 4 \$2,760.00 WA wv WI

				APP	ENDIX				
1		2 d to sell	3 Type of security and aggregate	4					lification ate ULOE , attach
;	to non-a	s in State I-Item 1)	offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited				
WY									
PR									

